

GARDNER DENVER INC
Form 8-K
April 29, 2005

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

**CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported):
April 29, 2005

GARDNER DENVER, INC.

(Exact name of Registrant as Specified in its Charter)

Delaware

1-13215

76-0419383

(State or Other Jurisdiction of
Incorporation or Organization)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

**1800 Gardner Expressway
Quincy, Illinois**

62305

(Address of Principal Executive Offices)

(Zip Code)

(217) 222-5400

(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions: (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01 Regulation FD Disclosure

On April 29, 2005, Gardner Denver, Inc. (the Company) issued a press release announcing that it had priced its public offering of 5,000,000 shares of common stock. A copy of this press release is furnished with this report as Exhibit 99.1 and incorporated by reference herein.

On April 29, 2005, the Company also issued a press release announcing that it had priced its offering of \$125 million of Senior Subordinated Notes due 2013 in a private placement under Rule 144A. A copy of this press release is furnished with this report as Exhibit 99.2 and incorporated by reference herein.

The information in this Item 7.01 and the exhibits attached hereto shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of such section, nor shall such information or exhibit be deemed incorporated by reference in any filing under the Securities Act of 1933 (the Securities Act) or Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

| Exhibit Number | Description of Exhibit |
|----------------|--|
| 99.1 | <u>Gardner Denver, Inc. Press Release dated April 29, 2005 announcing the pricing of the Company's public offering of 5,000,000 shares of common stock.</u> |
| 99.2 | <u>Gardner Denver, Inc. Press Release dated April 29, 2005 announcing the pricing of the Company's offering of \$125 million of Senior Subordinated Notes due 2013 in a private placement under Rule 144A.</u> |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

GARDNER DENVER, INC.

Date: April 29, 2005

By: /s/ Tracy D. Pagliara

Tracy D. Pagliara
Vice President, Administration
General Counsel and Secretary

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u> |
|---------------------------|--|
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| 99.2 | <u>Gardner Denver, Inc. Press Release dated April 29, 2005 announcing the pricing of the Company's offering of \$125 million of Senior Subordinated Notes due 2013 in a private placement under Rule 144A.</u> |

